

CHAPMAN AND CUTLER

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June 26, 1998

JUN 26 '98

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

RECORDATION NO. 21484-1 FILED

JUN 26 '98

10-55 AM

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Locomotive Financing
BNSF 1998-D

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (BNSF 1998-D), dated June 29, 1998, between NBB Glendive Lease Co., Ltd., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"); and
- (2) Memorandum of Mortgage and Security Agreement (BNSF 1998-D), dated June 29, 1998, between the Lessor, as borrower (the "Borrower") and First Security Bank, National Association, as security trustee (the "Security Trustee").

The secondary documents are as follows:

- (1) Memorandum of Lease Supplement No. 1 (BNSF 1998-D), dated June 29, 1998, between the Lessee and the Lessor;
- (2) Memorandum of Mortgage Supplement No. 1 (BNSF 1998-D), dated June 29, 1998, between the Lessor, as Borrower, and the Security Trustee; and
- (3) Memorandum of Dollar Account Pledge Agreement (BNSF 1998-D) dated June 29, 1998 between Export Development Corporation ("EDC"), as agent (the "Agent"), and the Lessor, as Borrower.

The primary documents to which Memorandum of Lease Supplement No. 1 (BNSF 1998-D) and Memorandum of Mortgage Supplement No. 1 (BNSF 1998-D) are connected are the Memorandum of Lease Agreement (BNSF 1998-D) and the Memorandum of Mortgage and Security Agreement (BNSF 1998-D), respectively, referred to above, which are being submitted for recording concurrently therewith.

FILED 50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

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SURFACE TRANSPORTATION
BOARD
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Counterparts - 1
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The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE AGREEMENT

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131-2830

Lessor: NBB Glendive Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai-Ichi Edobashi Building
1-11-1 Nihonbashi, Chuo-ku
Tokyo 103, Japan

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: NBB Glendive Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai-Ichi Edobashi Building
1-11-1 Nihonbashi, Chuo-ku
Tokyo 103, Japan

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: The Burlington Northern and Santa Fe Railway Company
2650 Lou Menk Drive
Second Floor
Fort Worth, Texas 76131-2830

Lessor: NBB Glendive Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai-Ichi Edobashi Building
1-11-1 Nihonbashi, Chuo-ku
Tokyo 103, Japan

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MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: NBB Glendive Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai-Ichi Edobashi Building
1-11-1 Nihonbashi, Chuo-ku
Tokyo 103, Japan

Security Trustee: First Security Bank, National Association,
as Security Trustee
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111

MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT

Borrower: NBB Glendive Lease Co., Ltd.
c/o Nomura Babcock & Brown Co., Ltd.
Dai-Ichi Edobashi Building
1-11-1 Nihonbashi, Chuo-ku
Tokyo 103, Japan

Agent: Export Development Corporation
151 O'Connor
Ottawa, Canada K1A 1K3

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Mortgage and Security Agreement, Memorandum of Lease Supplement No. 1 and the Memorandum of Mortgage Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of one hundred thirty dollars (\$130.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

CHAPMAN AND CUTLER

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (BNSF 1998-D) between NBB Glendive Lease Co., Ltd., as Lessor, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated June 29, 1998, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (BNSF 1998-D) between NBB Glendive Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 29, 1998, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (BNSF 1998-D) between NBB Glendive Lease Co., Ltd., as Lessor, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131-2830, dated June 29, 1998, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated June 29, 1998, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (BNSF 1998-D) between NBB Glendive Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 29, 1998, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Security Trustee, dated June 29, 1998, which is filed concurrently herewith.

CHAPMAN AND CUTLER

(5) MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Memorandum of Dollar Account Pledge Agreement (BNSF 1998-D) between Export Development Corporation, as Agent, 151 O'Connor, Ottawa, Canada K1A 1K3 and NBB Glendive Lease Co., Ltd., as Borrower, c/o Nomura Babcock & Brown Co., Ltd., Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku, Tokyo 103, Japan, dated June 29, 1998, relating to the grant by Borrower to Agent of a security interest in Borrower's right, title and interest in and to the Dollar Account.

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/mh
Enclosures

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

| EQUIPMENT | QUANTITY | ROAD NUMBERS |
|--|----------|---|
| General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives | 16 | BNSF 9874 through BNSF 9881, inclusive, and BNSF 9943 through BNSF 9950, inclusive |

JUN 26 '98

10-55 AM

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 1998-D)**

Memorandum of Lease Supplement No. 1, made and entered into on June 29, 1998 by and between NBB Glendive Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (BNSF 1998-D) (the "*Lease Agreement*"), dated June 1, 1998, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 1998-D), dated June 29, 1998, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

NBB GLENDIVE LEASE CO., LTD.

By 

Name: Christopher D. Thompson

Title: Attorney-in-Fact

Executed on this 18th day of June, 1998.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By _____

Name: L. Steven Vollmer

Title: General Director - Finance

Executed on this ____ day of June, 1998.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 1998-D)**

Memorandum of Lease Supplement No. 1, made and entered into on June 29, 1998 by and between NBB Glendive Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (BNSF 1998-D) (the "*Lease Agreement*"), dated June 1, 1998, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 1998-D), dated June 29, 1998, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

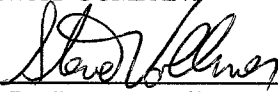
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

NBB GLENDIVE LEASE CO., LTD.

By _____
Name: Christopher D. Thompson
Title: Attorney-in-Fact

Executed on this ____ day of June, 1998.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By  _____
Name: L. Steven Vollmer
Title: General Director - Finance

Executed on this 23rd day of June, 1998.

STATE OF _____)
)
COUNTY OF _____)

SS.:

CANDI CORCORAN
Notary Public, State of New York
No. 01CO5089121
Qualified in Queens County
Commission Expires Dec 12, 1999

On this, the 18 day of June, 1998, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB GLENDIVE LEASE CO., LTD., that said instrument was signed on June 18, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS.:

On this, the _____ day of June, 1998, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director - Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on June __, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ___ day of June, 1998, before me, a Notary Public in and for said County and State, personally appeared Christopher D. Thompson, who being by me duly sworn, says that he is the Attorney-in-Fact of NBB GLENDIVE LEASE CO., LTD., that said instrument was signed on June __, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 23RD day of June, 1998, before me, a Notary Public in and for said County and State, personally appeared L. Steven Vollmer, who being by me duly sworn, says that he is the General Director - Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on June 23, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Dorothy V. Schaetzle
Name: 
Notary Public
My Commission Expires: 11/20/00
Residing in Lake In The Hills

EXHIBIT A

UNITS

| EQUIPMENT | QUANTITY | ROAD NUMBERS |
|--|----------|---|
| General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric Locomotives | 16 | BNSF 9874 through BNSF 9881, inclusive, and BNSF 9943 through BNSF 9950, inclusive |